



CONNECTION

April 7, 2008

080205-TT

Florida Public Service Commission  
Ann Cole, Commission Clerk  
Office of Commission Clerk  
2540 Shumard Oak Boulevard  
Tallahassee, FL 32399-0850

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Re: **Docket No. 010152-TX, Joint Application of Global Connection, Inc. of America and L6-Global, LCC (collectively, the "Applicants") For Approval of a Transfer of Control of Global Connection, Inc. of America to L6-Global, LCC**


Dear Ms. Cole:

Enclosed are the original and copies (6) copies of the Application that is submitted on behalf of the Applicants.

Please acknowledge receipt of this filing by date stamping and returning one (1) copy in the self addressed envelope provided.

Thank you for your assistance. If you should have any questions regarding this application, please do not hesitate to call.

Sincerely,

  
Sam Abdallah

Enclosure

This claim of confidentiality was filed by or on behalf of a "telco" for Confidential DN 080205-TT. The document is in locked storage pending advice on handling. To access the material, your name must be on the CASR. If undocketed, your division director must provide written permission before you can access it.

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3957 Pleasantdale Road • Atlanta, Georgia 30340 • 770-457-7174 • Fax 770-458-6773

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**BEFORE THE  
FLORIDA PUBLIC SERVICE COMMISSION**

Joint Petition of	)	
	)	
<b>Global Connection, Inc. of America</b>	)	
	)	
And	)	
	)	Docket No. <u>010152-TX</u>
	)	
<b>L6-Global, LLC</b>	)	
	)	
	)	
For Approval of a Transfer of Control of	)	
Global Connection, Inc. of America to	)	
L6-Global, LLC	)	
	)	

**JOINT APPLICATION**

Global Connection, Inc. of America (“ Global”) and L6-Global, LLC (“Acquisition Co”) (collectively, the “Applicants”), through their undersigned representatives and pursuant to the rules of the Florida Public Service Commission (the “Commission”), request authority to enable the parties to consummate certain transactions whereby Acquisition Co, a Georgia LLC managed by L6 Holding Corporation (“L6”) will acquire control of Global, a company that holds authority from the Commission to provide telecommunications service in Florida.

The Applicants request that the Commission act expeditiously to grant the Authority requested herein, so that the Applicants can timely consummate the proposed transaction to meet important business objectives.

In support of their Application, the Applicants state as follows:

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## **I. DESCRIPTION OF THE PETITIONERS**

### **A. Global Connection, Inc. of America**

Global Connection, Inc. of America (“Global”) was initially certificated as a Alternative Local Exchange Carrier (“ALEC”) in Florida in 2001 to provide alternative local exchange telecommunications services (Docket No. 010152-TX, Certificate No.7830). Global is currently certified in 31 states. The primary business in which Global is engaged is the resell of residential prepaid telecommunications services. The majority of Global’s customers have either been previously disconnected or denied service by an Incumbent Local Exchange Company (“ILEC”). Global presently serves approximately 406 subscribers in the State of Florida.

Global sells its products through a distribution base of over 1600 grocery chain locations (such as Kroger, Bi-Lo, Bruno’s and HEB) and over 800 payment centers such as check cashers (Ace Cash Express, Atlanta Check Cashing), installment and payday loan (Value Services), pawn and wire transfer stores.

Further information concerning Global’s legal, technical, managerial and financial qualifications to provide service was submitted with its application for certification with the Commission as noted above and is, therefore a matter of public record. Global respectfully requests that the Commission take official notice of that information and incorporate it herein by reference. Global also attaches as Exhibit A its management biographies.

### **B. L6-Global, LCC and L6 Holdings Corporation**

L6 Holding Corporation (“L6”) is a privately held Georgia Corporation with offices at #333 – 6555 Sugarloaf Parkway, Suite 307, Duluth, GA 30097. L6 was formed by its Managing Partner, Dan Lonergan, to invest in lower middle market companies with enterprise values between \$10 and \$100 million. L6 has targeted specific industries such as franchising, direct marketing, financial, business and marketing services.

L6 utilizes a value oriented investment approach, always seeking to buy good companies at reasonable prices. L6 primary focus is on undermanaged or undercapitalized companies primarily based in the Southeastern portion of the United States. L6 has been able to obtain significant growth through operational value add.

The L6 team has worked together in various capacities, including at Roark Capital, for the last six years. As a Managing Director at Roark Capital Group, Lonergan invested over \$200 million of equity capital.

L6 institutes a disciplined investment process that employs very specific investment criteria, rigorous due diligence with hands-on operational experience, outside advisors where appropriate, prudent use of financial leverage and close monitoring/active involvement of post-acquisition activities. L6 also attaches as Exhibit B its management biographies.

## **II. CONTACT INFORMATION**

For the purposes of this Application, contacts for the Applicants are as follow:

Sam Abdallah  
3957 Pleasantdale Road  
Atlanta, Georgia 30340  
Tel: (770) 457-7174  
Fax: (770) 458-6773  
Email: [sam@globalconnectioninc.com](mailto:sam@globalconnectioninc.com)

Dan Lonergan  
3957 Pleasantdale Road  
Atlanta, Georgia 30340  
Tel: (678) 966-8412  
Cell: (770) 490-8391  
Email: [danlonergan@bellsouth.net](mailto:danlonergan@bellsouth.net)

### III. DESCRIPTION OF THE TRANSACTION

L6 Holdings Corporation (“L6”) is the manager of L6-Global LLC (“Acquisition Co”). L6 established Acquisition Co, a Georgia LLC, for the sole purpose of making a controlling investment in Global Connection Holdings Corporation (“Hold Co”). Hold Co will be owned by Acquisition Co (80%) and Sam Abdallah (20%) post closing of the transaction. Holding Co will own 100% of Global Connection Inc. of America post closing. L6 has received a commitment from a well regarded \$20 billion institutional fund based in the Southeast to provide all of the debt and a portion of the equity financing for the proposed transaction.

Additions to the management team will be required. The ability to upgrade and supplement the management team represents a compelling opportunity. L6 also intends to recruit a highly valued added independent Board of Directors. For the Commission’s convenience, pre- and post transaction corporate structure charts are provided as Exhibit C. L6 has completed confirmatory diligence with its advisors including accounts, lawyers, (general corporate and regulatory), information technology and insurance and benefits.

Immediately following the consummation of the proposed transaction. Global will continue to offer service with no change in the rates or terms and conditions of service. Further, Global will continue to provide service to its customers under the same name, and will continue to be led by an experienced management team. Therefore, the transfer of control of Global will be seamless and transparent to consumers in Florida. A copy of the Agreement, Exhibit D, is provided by the Applicants under seal as confidential information.

#### IV. PUBLIC INTEREST STATEMENT

Applicants submit that the transactions will serve the public interest. Under new ownership, Global will continue to provide high-quality telecommunications services to consumers, while gaining critically important access to the additional resources and operational expertise of L6. This transfer of control, therefore, will give Global the ability to become a stronger competitor, to the ultimate benefit of consumers. Further, Global will not change its name or its rates, terms or conditions of service as an immediate result of the transfer of control. The transfer of control, therefore, will be transparent to consumers.

The public interest will also be served by expeditious consideration and approval of the transaction. For various important business and financial reasons, Applicants require that the transfer of control be closed as quickly as possible. Applicants anticipate that this transaction may provide Global increased access to additional capital. Thereby putting Global in a better position to expand its service offerings, to the benefit of its customers. Delay in the regulatory approval process will prevent the parties from realizing these economic and operational benefits and delivering customer service as quickly as the parties otherwise would. As further support, the Applicants are providing under seal as confidential information Exhibit E, containing the pre- and post transaction financials. (filed separately from this Application).

**V. CONCLUSION**

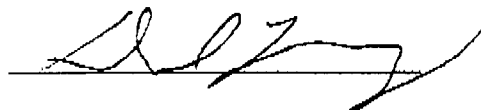
For the reason stated above, Applicants submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. Applications therefore respectfully request that the Florida Public Service Commission consider and approve the Application expeditiously to permit Applicants to consummate the proposed transfer of control as soon as possible.

Respectfully submitted,



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President,  
Global Connection, Inc. of America



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Global Connection, Inc. of America  
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Email: [danlonergan@bellsouth.net](mailto:danlonergan@bellsouth.net)

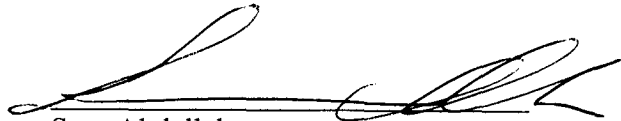
Managing Partner,  
L6 Holdings Corporation

STATE OF GEORGIA  
COUNTY OF DEKALB

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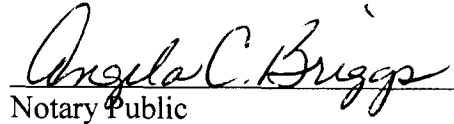
**VERIFICATION**

I, Sam Abdallah, state that I am President of Global Connection, Inc. of America; that I am authorized to make this Verification on behalf of Global Connection, Inc., of America that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.



Sam Abdallah  
President  
Global Connection, Inc. of America

Sworn and subscribed before me this 8<sup>th</sup> day of April, 2008

  
Notary Public

**ANGELA C BRIGGS**

Notary Public, Gwinnett County, Georgia

My commission expires My Commission Expires December 3, 2009

DOCUMENT NUMBER-DATE

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**LIST OF EXHIBITS**

- Exhibit A Global Management Biographies
- Exhibit B L6 Management Biographies
- Exhibit C Pre- and - Post Transaction Corporate Structure Charts
- Exhibit D Agreement  
*{Confidential Information}*
- Exhibit E Pre- and -Post – Transaction Financials  
*{Confidential Information}*

**GLOBAL CONNECTION, INC. OF AMERICA  
MANAGEMENT BIOGRAPHIES**

**Sam Abdallah**

Sam Abdallah founded Global in 1998 and has been involved in all aspects on the Company's operation since inception. He is the founding member of the National Association for Local Access ("NALA"), the CLEC's community trade association. Mr. Abdallah is a graduate of the University of Missouri, where he received his B.S. degree in Industrial Engineering. He has over 18 years experience in product development, sales, marketing and operations.

**Issa Elkhoury**

Mr. Elkhoury has been with Global since September 2004 and is currently the Company's Director of Human Resources. He has played an integral role in several of the Company's functional areas including HR, customer service, sales and marketing and information technology. Mr. Elkhoury received his B.S. degree in Computer Science from Notre Dame University in Lebanon.

**Bassam Adallah**

Bassam Abdallah joined Global at its inception in 1998 as its Director of ILEC Relations and is responsible for all aspects of managing these key relationships. Mr. Abdallah is an active board member of NALA. Bassam received his B.S. degree in Computer Science from DePaul University.

**L6 HOLDINGS CORPORATION MANAGEMENT BIOGRAPHIES**

**Dan Lonergan**

Mr. Lonergan is the Founder and Managing Partner of L6. As a Managing Director of Roark Capital Group, Lonergan made eight platform investments totaling over \$200 million of invested equity capital. Lonergan served as a Director of Money Mailer Holding Corporation, FASTSIGNS Holding Corporation, Ace Holding Corporation, Wood Structures, Inc., PSC Info Group and Cybercore Corporation. Prior to joining Roark, Lonergan completed \$25 billion in corporate finance and mergers and acquisitions transactions as an investment banker. From 1999 through 2001, Lonergan was a Director at Credit Suisse First Boston Corporation in the firm's Mergers and Acquisitions Group where he participated in a broad range of industries, including consumer products, basic industry, media, and healthcare. Prior to joining Credit Suisse First Boston, Lonergan worked at J.P. Morgan & Co. in the firm's Mergers and Acquisitions Group where he focused on the global industrial services sector.

Prior to joining J.P. Morgan, Lonergan spent six years as the Chief Operating Officer of CompuTower Technologies Corp. CompuTower provided an efficient means of parking and retrieving automobiles and other bulk storage items. At CompuTower, Lonergan was actively engaged in all facets of the business, overseeing the development of the business strategy, capital raising, recruiting and managing all company personnel (manufacturing, sales, administration, finance, marketing, and research and development).

Lonergan began his career in the Fixed Income Division of Bear Stearns & Co. He received a Master's degree in Business Administration from The Pennsylvania State University's Smeal College of Business and a Bachelor's of Science degree in Accounting from The Pennsylvania State University.

**H. Scott Pressly**

With a unique background as both an operator and principal investor, Pressly has experienced first-hand the challenges and opportunities of operating, growing and capitalizing emerging businesses.

Before founding Van Ness Capital Advisors, Pressly was a Managing Director at Roark Capital Group, a private equity firm with \$550 million of capital under management. At Roark he evaluated numerous franchisors for potential acquisition and directly sourced multiple franchise investments. He also was actively involved post-close as a board member for brands such as Schlotzsky's, Fastsigns, Money Mailer, Cinnabon, McAlister's Deli, and Carvel Ice Cream.

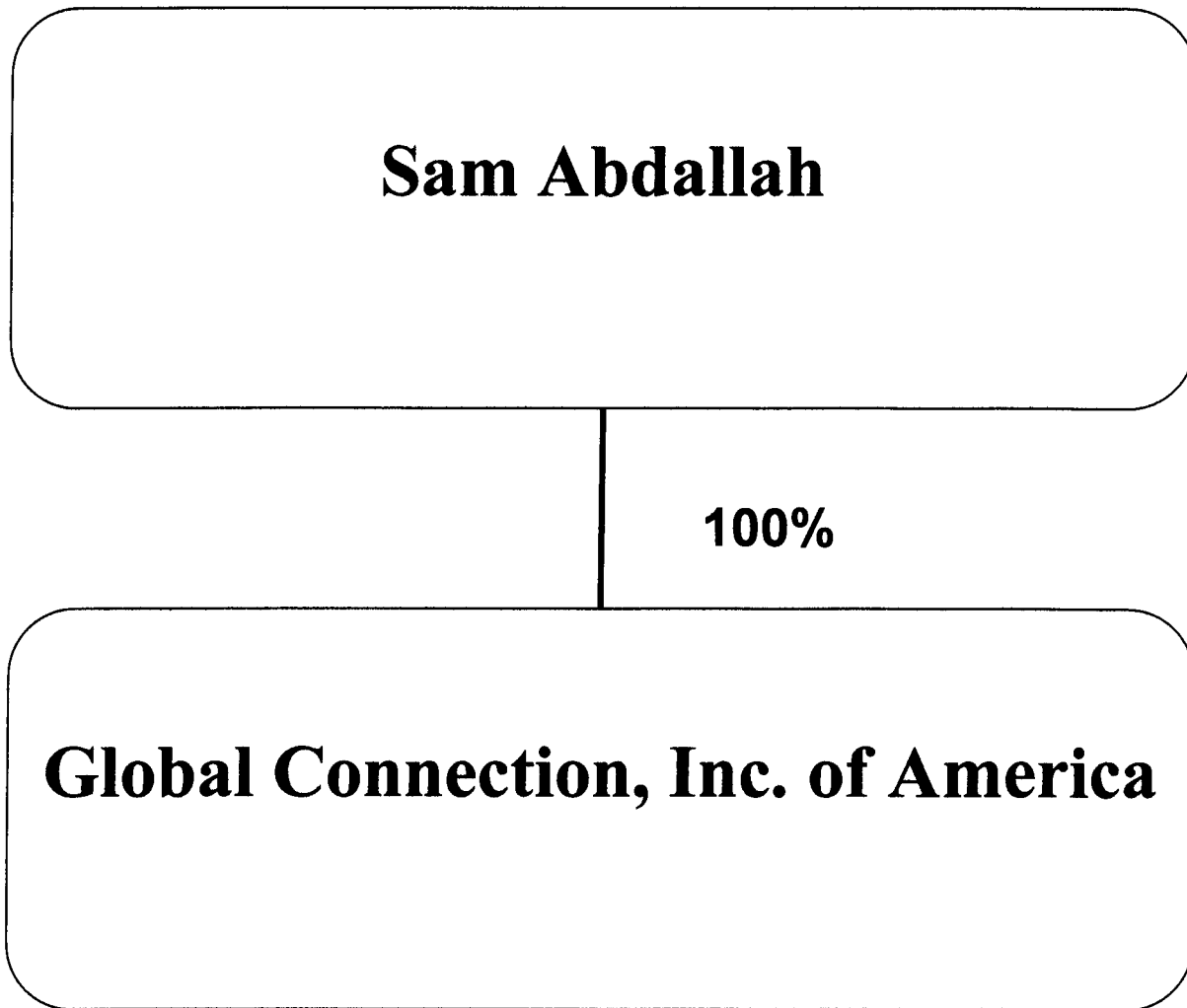
Pressly also has significant direct operating experience. Currently, he is a multi-unit franchisee for Edible Arrangements and was previously Vice President of Acquisitions and Development for U.S. Franchise Systems, a multi-brand hotel franchisor. He has also held operational roles at The Walt Disney Company and Dow Chemical USA.

With extensive relationships in the franchise community, Pressly is active on multiple franchise related Boards including being a founding member and Director of the Atlanta Franchise Alliance, Director on the International Franchise Association Supplier Forum Advisory Board, and a Trustee for the IFA Educational Foundation. Additionally, he is a frequent expert writer and speaker addressing capitalization alternatives for franchisors.

Pressly received his Masters of Business Administration from Harvard Business School and a Bachelor of Science, Magna Cum Laude, in Chemical Engineering from the University of Florida

**Pre- and - Post Transaction Corporate Structure Charts**

**Pre-Acquisition**



COMMISSIONERS:  
MATTHEW M. CARTER II, CHAIRMAN  
LISA POLAK EDGAR  
KATRINA J. McMURRIAN  
NANCY ARGENZIANO  
NATHAN A. SKOP

STATE OF FLORIDA



OFFICE OF COMMISSION CLERK  
ANN COLE  
COMMISSION CLERK  
(850) 413-6770

# Public Service Commission

## ACKNOWLEDGEMENT

DATE: April 9, 2008

TO: Sam Abdallah

FROM: Ruth Nettles, Office of Commission Clerk

RE: Acknowledgement of Receipt of Confidential Filing

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This will acknowledge receipt of a **CONFIDENTIAL DOCUMENT** filed in Docket Number 080205 or, if filed in an undocketed matter, concerning Exhibit D and E to Application, and filed on behalf of Global Connection. The document will be maintained in locked storage.

If you have any questions regarding this document, please contact Marguerite Lockard, Deputy Clerk, at (850) 413-6770.

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